

RECORDATION NO. 19855-C FILED

OCT 20 '10 -8 30 AM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
WILLSWORTH C. ALVORD (1964)

October 20, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Instrument of Lease Termination, dated as of September 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 19855-A.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing & Capital, LLC
(Successor to NationsBanc Leasing
Corporation of North Carolina)
555 California Street
San Francisco, CA 94104

Lessee: GATX/NLC Rail Partners
Suite 2200
Four Embarcadero Center
San Francisco, CA 94111

A description of the railroad equipment covered by the enclosed document, insofar as it relates to this Recordation Number, is:

50 covered hoppers: GCCX 42000 - GCCX 42049

A short summary of the document to appear in the index is:

Instrument of Lease Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W Alvord

RWA/sem
Enclosures

OCT 20 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

INSTRUMENT OF LEASE TERMINATION (the "INSTRUMENT") is dated as of September 30, 2010, between Banc of America Leasing & Capital, LLC (successor in interest to NationsBanc Leasing Corporation of North Carolina) ("BALC"), as lessor, and GATX/NLC Rail Partners ("GATX/NLC"), as lessee.

WITNESSETH

WHEREAS, a Memorandum of Lease of Railroad Equipment dated as of December 29, 1995 between BALC and GATX/NLC (the "Lease") was recorded at the Interstate Commerce Commission under Recordation Number 19855-A for 50 covered hopper cars numbered GCCX42000-42049, inclusive (the "Railcars"); and

WHEREAS, BALC and GATX/NLC desire to executed this INSTRUMENT to terminate the Lease and to evidence for the public record such termination and satisfaction and release of all the obligations of GATX/NLC and rights of BALC to the Railcars under the Lease, except those obligations and rights that survive termination of the Lease;

NOW, THEREFORE, in consideration of the premises:

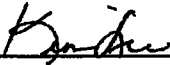
BALC and GATX/NLC do hereby terminate the Lease and acknowledge and confirm for the public record such termination and satisfaction and release of all the obligations of GATX/NLC and rights of BALC to the Railcars under the Lease, except those obligations and rights that survive termination of the Lease.

This instrument may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one INSTRUMENT.

[signatures follow]

IN WITNESS WHEREOF, BALC and GATX/NLC have executed or caused this INSTRUMENT to be executed as of the date first above written.

Banc of America Leasing & Capital, LLC,
successor in interest to NationsBanc Leasing
Corporation of North Carolina, as lessor

By: 
Name: Kim Lee
Title: Managing Director

GATX/NLC Rail Partners, as lessee

By GATX Third Aircraft Corporation,
its Managing Partner

By: _____
Name: _____
Title: _____

ACKNOWLEDGEMENT

State of California

County of SAN FRANCISCO,

On 9-30-10 before me, YVETTE MONTALVO BARON personally appeared KIM LEE, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal

Signature Yvette Montalvo Baron (Seal)



IN WITNESS WHEREOF, BALC and GATX/NLC have executed or caused this INSTRUMENT to be executed as of the date first above written.

Banc of America Leasing & Capital, LLC,
successor in interest to NationsBanc Leasing
Corporation of North Carolina, as lessor

By: _____

Name: _____

Title: _____

GATX/NLC Rail Partners, as lessee

By **GATX Third Aircraft Corporation,**
its Managing Partner

By: 

Name: BRUCE A. SHERMAN

Title: V.P.

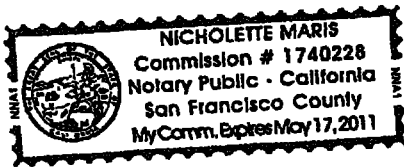
ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On September 30, 2010 before me, Nicholette Maris, Notary Public, personally appeared Bruce A. Shipman, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct

Witness my hand and official seal.



Nicholette Maris
Notary Public
My Commission expires May 17, 2011

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 10/20/10



Robert W. Alvord